

COSTELLO MICHAEL G  
 Form 4  
 December 05, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 COSTELLO MICHAEL G

2. Issuer Name and Ticker or Trading Symbol  
 MEADOWBROOK INSURANCE GROUP INC [MIG]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 26255 AMERICAN DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP-General Counsel, Secretary

SOUTHFIELD, MI 48034  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 12/01/2005                           |  | M                              |   | 11,925  | A  | \$ 2.173 12,484                            |
| Common Stock                    | 12/02/2005                           |  | S                              |   | 11,925  | D  | \$ 6.5539 559                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |                 |   |                            |
| Employee Stock Option (right to buy)       | \$ 2.173   | 12/01/2005                           |  | M                              | 11,925  | 02/21/2003   | 02/21/2008      | Common Stock  | 11,925                     |
| Employee Stock Option (right to buy)       | \$ 3.507   |                                      |  |                                |   | 06/04/2002   | 06/04/2007      | Common Stock  | 50,000                     |
| Employee Stock Option (right to buy)       | \$ 3.066   |                                      |  |                                |   | 05/28/2002   | 05/28/2007      | Common Stock  | 26,500                     |
| Employee Stock Option (right to buy)       | \$ 6.5063  |                                      |  |                                |   | 01/01/2001   | 01/01/2006      | Common Stock  | 35,000                     |
| Employee Stock Option (right to buy)       | \$ 16.26   |                                      |  |                                |   | 01/01/1999   | 01/01/2009      | Common Stock  | 7,500                      |
| Employee Stock Option (right to buy)       | \$ 24.6875   |                                      |  |                                |   | 01/01/1998   | 01/01/2008      | Common Stock  | 4,500                      |
| Employee Stock Option (right to buy)       | \$ 22.71   |                                      |  |                                |   | 01/01/1997   | 01/01/2007      | Common Stock  | 3,356                      |

buy)

Employee

Stock

Option \$ 30.45

(right to

buy)

01/01/1996 01/01/2006

Common  
Stock

2,430

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| COSTELLO MICHAEL G<br>26255 AMERICAN DRIVE<br>SOUTHFIELD, MI 48034 |               |           | SVP-General Counsel, Secretary |       |

## Signatures

/s/ Jennifer La

Attorney-in-fact

12/05/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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